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STM 05-5084

FLORIDA PROFIT CORPORATION OR P.A.
IDL CONSULTANTS INCORPORATED

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**ARTICLES OF INCORPORATION
OF
IDL CONSULTANTS INCORPORATED**

The undersigned incorporator, by the execution of these Articles of Incorporation, does hereby form a corporation (this "Corporation") under, and accept all the rights, privileges, benefits and obligations conferred and imposed by, the Florida Business Corporation Act, and does hereby adopt these Articles of Incorporation of and for this Corporation in accordance with the laws of the State of Florida.

**ARTICLE I
Name**

The name of this corporation shall be:

IDL Consultants Incorporated

**ARTICLE II
Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

28050 U.S. Highway 19 North
Suite 310
Clearwater, FL 33761

**ARTICLE III
Business and Purposes**

The general purpose for which this Corporation is organized is the transaction of any lawful business or businesses for which corporations may be incorporated under the Florida Business Corporation Act, or under any amendment or successor thereto. In connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

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ARTICLE IV
Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100,000 shares of common stock with a par value of \$0.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE V
Commencement and Term of Existence

If these Articles of Incorporation are filed by the Department of State of the State of Florida within five (5) business days after the date these Articles of Incorporation are executed by the incorporator of this Corporation, then the existence of this Corporation shall commence on such date of execution. If these Articles of Incorporation are filed by the Department of State of the State of Florida after such five (5) business day period, the existence of this Corporation shall commence upon such filing. Thereafter, this Corporation shall exist perpetually.

ARTICLE VI
Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 28050 U.S. Highway 19 North, Suite 310, Clearwater, FL 33761 and the initial registered agent of this corporation at such office shall be David A. Dickson. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII
Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a

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majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII
Initial Board of Directors

The initial Board of Directors of this corporation shall consist of three members, each such member to hold office until his successor shall have been duly elected and qualify. The names of the initial directors are:

David A. Dickson
Ron Ipach
Peter Louis Kaczynski

Each of the initial directors has a street address at 28050 U.S. Highway 19 North, Suite 310, Clearwater, FL 33761.

ARTICLE IX
Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David A. Dickson	28050 U.S. Highway 19 North Suite 310 Clearwater, FL 33761

ARTICLE X
Bylaws

The power to adopt the Bylaws of this Corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors. The Bylaws of this Corporation shall be for the government of this Corporation and may contain any

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provisions or requirements for the management or conduct of the affairs and business of this Corporation; provided, however, that the Bylaws shall not be inconsistent with or contrary to, but shall be subordinate to, the provisions of these Articles of Incorporation, including as hereafter amended, and the laws of the State of Florida and of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

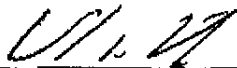
ARTICLE XII

Affiliated Transactions

The provisions of Section 607.0901 of the Florida Business Corporation Act, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

DATED this 28th day of February, 2005.



David A. Dickson

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MAR. 2. 2005 11:43AM

TRENAM, KEMKER

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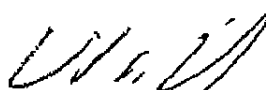
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IDL CONSULTANTS INCORPORATED

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 28th day of February, 2005.



David A. Dickson

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TALLAHASSEE, FLORIDA

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